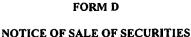
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



PURSUANT TO REGULATION D, SECTION 4(6), AND/OR 1143738

■ Estimated

FN

OMB APPROVAL
OMB Number: 3235-0076
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SEC USE ONLY					
Prefix	Serial				
DATE RECEIVED					

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UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Participating Shares in Commonfund Hedged Investors Company **Mail Processing** Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Section Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA <u>mar 162009</u> 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Commonfund Hedged Investors Company Telephone Number (Michaeling Area Gode) (Number and Street, City, State, Zip Code) Address of Executive Offices (203) 563-5000 c/o Commonfund Asset Management Company, Inc. 121 15 Old Danbury Road P.O. Box 812 Wilton, CT 06897 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) (if different from Executive Offices) **Brief Description of Business** Private Investment Fund Type of Business Organization ☐limited partnership, already formed corporation other (please specify): Cayman Islands Exempted Company ☐ business trust limited partnership, to be formed Month Year

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

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CN for Canada; FN for other foreign jurisdiction)

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When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - X Each promoter of the issuer, if the issuer has been organized within the past five years;
 - X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - X Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, Hutton, Lyn	if individual)				
Business or Residence Addre					
c/o Commonfund Asset Manag	gement Company	, Inc., 15 Old Danbury R	oad, P.O. Box 812, Wilton,	CT 06897	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, De Monico, A. Nicholas					
Business or Residence Addre c/o Commonfund Asset Mana				CT 06897	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, Sedlacek, Verne O.	if individual)				
Business or Residence Addre					
c/o Commonfund Asset Mana	gement Company				
Check Box(es) that Apply:	Promoter	Beneficial Owner		□ Director	General and/or Managing Partner
Full Name (Last name first, Auchincloss, John W.	ŕ				
Business or Residence Addre					
c/o Commonfund Asset Mana					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Phay, Jr., Robert E.					
Business or Residence Addre c/o Commonfund Asset Manag				CT 06897	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i Kirby, Peter L.	if individual)				
Business or Residence Addre				CT 0/007	
c/o Commonfund Asset Manag					
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)	 	
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		

						B. INFO	RMATIO	N ABOU	T OFFER	RING					
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes □	No ⊠						
					A	Answer also	in Append	ix, Column	2, if filing	under ULO	E.				
2.	What is the minimum investment that will be accepted from any individual? *Subject to Management Discretion								\$ 1,000	*000,					
3 . 1									Yes	No					
		J	, ,	•	Ū									\boxtimes	
1] 1	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
		st name fi Securitie	rst, if indiv	idual)											
Busines	s or Re	sidence A		mber and S	treet, City,	State, Zip C	Code)				-				
			ker or Deal							***	,				
States i	n Whic	h Person I	Listed Has	Solicited or	Intends to	Solicit Purc	hasers	····							
(C	Theck "	All States'	" or check i	ndividual S	tates)				•••••	•••••	X	All States			
[1]	AL) L] AT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	(DE) [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]		
	<u>u] </u>	[sc]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
	·		•	•				·····				<u> </u>			
Busines	s or Re	sidence A	.ddress (Nu	mber and S	treet, City,	State, Zip C	lode)								
Name o	f Assoc	ciated Bro	ker or Deal	er											
States in	n Whic	h Person L	isted Has	Solicited or	Intends to S	Solicit Purc	hasers								
(Check	"All St	ates" or ch	neck individ	iual States)								All States			
11]	1Ť)	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
			rst, if indivi		[1.7-1	(0.1		1,7,51	[1171]_	[,, ,]			17.74		
Busines	s or Re	sidence A	ddress (Nu	mber and St	reet, City,	State, Zip C	Code)								
Name o	f Assoc	iated Brol	ker or Deal	er											
States in	n Whiel	n Person L	isted Has S	Solicited or	Intends to S	Solicit Purc	hasers								
(Check "All States" or check individual States)															
[A [IL [M [R	-] IT]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	s
	Equity	\$	s
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	\$
	Other (Specify) Participating Shares	\$ 734,624,532	\$ 734,624,532
	Total	\$ 734,624,532	\$ 734,624,532
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	135	\$ 734,624,532
	Non-accredited Investors		S
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		s
	Engineering Fees.		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		60

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS							
4.	4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the							
	issuer."		\$ 734,624,532					
5.	5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.							
			Payments to Officers, Directors, & Affiliates	Payments To Others				
	Salaries and fees		<u>s</u>	□ s				
	Purchase of real estate		<u> \$ </u>	<u></u>				
	Purchase, rental or leasing and installation of mach	S	□ \$					
	Construction or leasing of plant buildings and facil	<u> </u>	□ s					
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset pursuant to a merger)	s	□ \$					
	Repayment of indebtedness	🗆 🕏	□ s					
	Working capital	S	□ \$					
	Other (specify): Investment in portfolio securities	□ \$	⊠ \$ 734,624,532					
	Column Totals		s	⊠ \$ 734,624,532				
	Total Payments Listed (column totals added)		🛛 \$ 734,	624,532				
	D. FEDERAL SIGNATURE							
The is	suer has duly caused this notice to be signed by the	undersigned duly authorized person. If this notice is fil	ed under Rule 505, the followi	ng signature constitutes				
in undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.								
	Issuer (Print or Type) Signature							
Cor	monfund Hedged Investors Company	The w. Andi Mose	March 1 , 2009					
	e of Signer (Print or Type)	Title of Signer (Print or Type)						
Joh	W. Auchincloss	Secretary of the Issuer						

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION